

MAYER • BROWN

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**Andres G. Romay**  
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December 8, 2010

BY EMAIL

**Counsel for Debtors**  
William Wallander  
Clayton Hufft

**The United States Trustee**  
Nancy Resnick

**Counsel for Creditor's Committee**  
Richard M. Roberson  
Michael S. Hayes

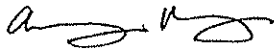
Re: In re TriDimension Energy, LP (Case No. 10-33565-SGJ)

Dear All:

Pursuant to (i) Paragraph 15 of the Court's Agreed Final Order Authorizing Use of Cash Collateral, Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection To Existing Lienholders entered on June 29, 2010 (Docket No. 184) ("DIP Order") and (ii) Paragraph 16 of the Court's Second Agreed Final Order Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection to Existing Lienholders entered on October 29, 2010 (Docket No. 401) ("Additional DIP Order"), enclosed please find an invoice in the amount of \$82,719.15 from Mayer Brown LLP with respect to fees incurred in the time period from November 1, 2010 through November 30, 2010. Pursuant to the Additional DIP Order, Amegy Bank, N.A. shall self-fund from the Additional DIP Financing (as defined in Paragraph (b) of the Additional DIP Order) in order to pay the professional fees for Mayer Brown LLP.

Please let me know if there are any questions.

Sincerely,



Andres G. Romay

**MAYER • BROWN**

December 8, 2010

Mayer Brown LLP  
230 South LaSalle Street  
Chicago, IL 60604-1404

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Amegy Bank  
2501 North Harwood, 16th Floor  
Dallas, TX 75201

Firm Tax ID No: 36-1447220

Attn: John G. Murray

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For professional services rendered for the period ended November 30, 2010

**Re: Tri-Dimension Energy  
Matter No: 10100468**

Fees	\$81,362.50
Disbursements	<u>1,356.65</u>
<b>Total Fees and Disbursements</b>	<b><u>\$82,719.15</u></b>

Reminder statements will be sent for outstanding invoices.

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 Kelley, Charles S.

<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
11/01/10	<b>Kelley, Charles S.</b>	Review issues on budget with Wallander; correspondence with Committee re settlement issues.	1.25
11/01/10	<b>Romay, Andres G.</b>	Email correspondence regarding final DIP order. Review docket regarding the same. Email correspondence regarding budgeting information from the Debtors.	0.25
11/02/10	<b>Kelley, Charles S.</b>	Conference with M Turner [REDACTED] conference with Wallander re same; correspondence with Wallander re same; conference with S Rozen [REDACTED]; review issues on credit bidding and settlement issues.	2.75
11/02/10	<b>Romay, Andres G.</b>	Conference call with Stephens and the debtors to discuss status of auction process. Email correspondence regarding the auction process.	0.50
11/02/10	<b>Rozen, Stuart M.</b>	Telephone conference Kelley re [REDACTED] [REDACTED] consider same.	1.25
11/03/10	<b>Kelley, Charles S.</b>	Review creditors committee term sheet; draft email to client; conference with Roberson and Haynes regarding sale process; attention to budget analysis and assessment for budgeting through January; conference with CMI re same.	2.50
11/03/10	<b>Romay, Andres G.</b>	Draft and revise motion authorizing credit bid rights.	1.25
11/04/10	<b>Kelley, Charles S.</b>	Working on bid for banks and review of bid procedures; consider strategy for bidding [REDACTED]; conference with S. Rozen [REDACTED] [REDACTED]	2.25
11/04/10	<b>Romay, Andres G.</b>	Research and draft motion regarding credit bid issues. Email correspondence regarding budgeting issues. Review term sheet proposed by Committee.	0.75
11/05/10	<b>Kelley, Charles S.</b>	Correspondence with Wallander re issues on Pryme and settlement proposal to get paid for barges; various questions regarding potential Pryme settlement; conference with client re same.	1.50
11/05/10	<b>Romay, Andres G.</b>	Conference call with Michael Haynes and Jeff Huddleston regarding administrative expenses at plan confirmation. Call with Jeff Huddleston regarding budgeting issues. Review budgets filed with the court [REDACTED] [REDACTED]. Review and analyze proposed PSA from Sanchez [REDACTED] [REDACTED]	3.00

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
11/05/10	<b>Rozen, Stuart M.</b> Telephone conference Kelley re [REDACTED] Follow-up re same.	0.50
11/08/10	<b>Kelley, Charles S.</b> Attention to FTI needs/request of debtors; conference with CMI re issues on budget; commence dialogue regarding settlement and term sheet from Committee on administrative expenses.	1.75
11/08/10	<b>Romay, Andres G.</b> Call with financial advisors [REDACTED] [REDACTED] Review schedule regarding same. Email correspondence regarding settlement with Committee.	0.75
11/09/10	<b>Kelley, Charles S.</b> Correspondence with CMI and Amegy [REDACTED]; respond to inquiries from UBOC [REDACTED], revise talking points for client.	2.25
11/09/10	<b>Romay, Andres G.</b> Call with financial advisors [REDACTED] Conference call with Debtors and Committee to discuss settlement with Committee, confirmation of plan and logistics relating to confirmation of plan and KERP. Review interim compensation order for professionals of the debtor in connection with client inquiry regarding payment of Vinson & Elkins. Email correspondence with financial advisors regarding the same. Review emails regarding Pryme settlement offer.	2.75
11/10/10	<b>Kelley, Charles S.</b> Short Lender call [REDACTED] conference with Huddleston [REDACTED] [REDACTED], attention to settlement issues of Committee; conference with Roberson re same.	2.00
11/10/10	<b>Romay, Andres G.</b> Review pleadings filed in the bankruptcy case. Review M&M lien information provided by Pryme [REDACTED] [REDACTED]. Review participation and operating agreements forwarded by Pryme. Call with Jeff Huddleston [REDACTED]	4.75
11/11/10	<b>Kelley, Charles S.</b> Conference with Wallander re status and update; Attention to issues on credit bidding for banks; conference call with Amegy regarding same; participate in all hands call with Debtors regarding bid parties; conference with Green re Sanchez; detailed discussion on administrative expenses and issues with CMI; prepare and review language on Credit Bid reservation; attention to issues and schedules and environmental letter from Sanchez; review Pryme materials [REDACTED] [REDACTED], review of Bluescape bid; Call with Roberson re status and issues.	4.50
11/11/10	<b>Romay, Andres G.</b> Conference call with banks [REDACTED] Conference	3.50

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<u>DESCRIPTION OF LEGAL SERVICES</u>			
<u>Date</u>	<u>Timekeeper Name</u>		<u>Hours</u>
		call with Stephens to discuss the same. Call with Jamie Chronister [REDACTED] [REDACTED] Review budgets and administrative claim calculation. Call with Charles Kelley to discuss. Review bid procedures order. Draft notice of reservation of rights to credit bid.	
11/12/10	<b>Kelley, Charles S.</b>	Participate in Bank Call [REDACTED], conference with Sanchez counsel re issues on Credit bidding and enviro deduct; conference with J. Huddleston [REDACTED]; attention to borrowing from Debtor and draw on DIP.	1.50
11/12/10	<b>McMillan, Christine M.</b>	Telephone conversation [REDACTED], review the agreement in light of such question; prepare and send email regarding the same.	1.00
11/12/10	<b>Romay, Andres G.</b>	Conference call with client [REDACTED] Email correspondence with Committee regarding administrative expense claims. Email correspondence regarding cure amounts and Pryme objections. Review Pryme objection to sale motion.	1.00
11/15/10	<b>Kelley, Charles S.</b>	Correspondence with Committee over position and settlement; Detailed memo/correspondence to M. Turner [REDACTED], conference with M. Turner [REDACTED] conference with Wallander re issues on Bank bid and PSA; attention to assumption of contracts and environmental deducts; conference with Debtors lawyers regarding deal and notices from Bluescape and Sanchez on assumed contracts and Pryme; conference with Debtors, Committee and Lenders counsel on status for auction.	3.75
11/15/10	<b>Propst, Tristan E.</b>	Respond to document requests from Amegy.	0.50
11/15/10	<b>Romay, Andres G.</b>	Conference call with debtors and committee to discuss auction and highest and best offer. Email correspondence with Jeff Huddleston [REDACTED] Review Sanchez and Bluescape PSA.	2.00
11/16/10	<b>Kelley, Charles S.</b>	Attend and participate in Auction process of Assets.	13.50
11/17/10	<b>Kelley, Charles S.</b>	Attend sale hearing and various evidentiary presentations; participate in various settlement discussions regarding objections and issues; conference with Debtors and committee post-hearing.	10.50
11/18/10	<b>Kelley, Charles S.</b>	Review various drafts, comments and iterations of sale order; attention to issues post-hearing on Sanchez sale; conference with Committee and Debtors	2.50

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	on various issues, budget and settlement.	
11/19/10	<b>Kelley, Charles S.</b> Review and comment on stipulation on Lender claims; attention to issues on Peabody AFE per Debtor request; draft email to banks [REDACTED]; attention to motion to say filed by Vada.	2.50
11/22/10	<b>Kelley, Charles S.</b> Attention to objections and motions for stay; conference with Wallander re scope and issues of same; attention to Peabody approval and budget issues; review issues on closing and environment with Sanchez; conference with Huddleston [REDACTED]; review budget v actual prepared by FTI.	2.00
11/22/10	<b>Romay, Andres G.</b> Analyze motion from Vada to stay sale order pending appeal. Email to Charles Kelley regarding the same. Email correspondence regarding Peabody AFE. Review and redact bills for Conway MacKenzie and submit bills to Debtors. Review bills from UCC professionals and Vinson & Elkins.	2.75
11/23/10	<b>Kelley, Charles S.</b> Attention to issues on Vada and response; review and edit response to Vada motion to stay; conference with client re position and issues on Vada; Conference with Debtors on Vada issues and budget; review additional brief filed after hours; edit revise and finalize objection of Amegy.	2.75
11/23/10	<b>Romay, Andres G.</b> Legal research regarding Vada Group's motion to stay. Confer with Charles Kelley regarding the same. Review transcript of hearing at Sale Motion in connection with opposition to Vada's motion to stay. Review and analyze Vada's motion to stay and brief in support of motion. Draft opposition brief to Vada's motion to stay.	7.75
11/24/10	<b>Romay, Andres G.</b> Travel to Dallas to attend court hearing on Vada Group's motion to stay. Review and analyze pleadings in connection with Vada Group's motion to stay. Attend court hearing and make appearance on behalf of lenders.	8.00
11/26/10	<b>Kelley, Charles S.</b> Review of Vada papers and order of court; research issue [REDACTED]	1.75
11/29/10	<b>Kelley, Charles S.</b> Attention to issues on budget; conference with Romay and Huddleston [REDACTED]; review pleadings from Vada on stay; conference with Romay re response; edit and review Lenders' response; attention to issues on filing of claims; conference with FAs [REDACTED]; respond to inquiries of client [REDACTED]	2.75
11/29/10	<b>Romay, Andres G.</b> Review and analyze pleadings filed by Vada Group LP in the District Court. Draft objection to Vada's motion before the District Court. Review updated	4.25

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	budget provided by Debtors. Conference call with Jeff Huddleston [REDACTED] [REDACTED]	
11/30/10	<b>Kelley, Charles S.</b> Review budget issues; conference with J. Huddleston re same; conference with Jeff and Mary Katherine [REDACTED] attention to Vada Reply on issues of Stay in District Court; draft summary of issues [REDACTED] conference with Wallander re budget and related issues; attention to additional items of Environmental issues, Vada offer, and stay/budget issues.	2.25
11/30/10	<b>Romay, Andres G.</b> Review Reply Brief filed by Vada Group LP in connection with stay motion before the District Court. Call with Jeff Huddleston [REDACTED] Telephonically appear at hearing for Vada Group's stay motion before the District Court. Call with Bill Wallander to discuss updated budget and Vada Group's stay motion. Call with Charles Kelley and Bill Wallander to discuss updated budget and lender approval thereof.	3.00
<b>Total Hours</b>		<b>116.00</b>

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DISBURSEMENTS SUMMARY

<u>Disbursements</u>	<u>Amount</u>
Travel - Airfare	633.80
Travel - Other	131.00
Business Meals - Travel	47.35
Lexis	505.80
Document Reproduction	8.70
Telephone - Conference Calls	30.00
<b>Total Disbursements</b>	<b>\$1,356.65</b>



## REMITTANCE

Please enclose this remittance advice with your payment so  
that your account may be properly credited.

Client Name: Amegy Bank  
Matter: 10100468 Tri-Dimension Energy  
Invoice Number: 34265085  
Invoice Date: December 8, 2010

**Current Invoice Amount:** \$82,719.15

**Previous Outstanding Balance:** 313,365.06

Invoice Number	Invoice Date	Amount Due
34220687	09/07/10	75,001.21
34238826	10/18/10	123,102.17
34257693	11/24/10	115,261.68

**TOTAL DUE AND OUTSTANDING:** \$396,084.21

**AMOUNT ENCLOSED: \$**

### MAILING ADDRESS

Mayer Brown LLP, 2027 Collection Center Dr., Chicago, Illinois 60693-0020  
OR  
Wire transfer to our account at Bank of America 231 S. LaSalle Street, Chicago, Illinois 60697  
Account Number: 87656-63350  
ABA #026-009-593  
Swift Code: BOFA US 3N (for int'l wires only)

Please indicate the invoice(s) being paid.

Accounts Receivable contact: Roberto Gonzalez (312) 701-7805  
rgonzalez@mayerbrown.com

### FOR BANK USE ONLY:

Payor Code: 145333  
Apply Invoices: 34265085